

6749-F

810

LAW OFFICES
ALVORD AND ALVORD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

INTERSTATE COMMERCE COMMISSION

OF COUNSEL
JESS LARSON
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CABLE ADDRESS
"ALVORD"

TELEPHONE
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393-2266

TELEX
440367 A AND A

March 31, 1986

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Mr. Bayne:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are the original and one copy of a Bill of Sale dated as of March 19, 1986, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to an Equipment Trust Agreement dated as of September 15, 1972 between Morgan Guaranty Trust Company of New York, Trustee (now Manufacturers Hanover Trust Company, as Trustee) and Illinois Central Gulf Railroad Company, which was duly filed and recorded on September 26, 1972 and assigned Recordation Number 6749.

The railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

The name and address of the party executing the enclosed document is:

Manufacturers Hanover Trust Company
600 Fifth Avenue
New York, New York 10020

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the copy of the enclosed Bill of Sale stamped

No. 6-090A020
Date MAR 31 1986
Fee \$ 10.00
ICC Washington, D. C.

MAR 31 10 30 AM '86
100 OFFICE OF
TELETYPE UNIT
MOTOR CARRIER DIVISION

OT Kappler
Consented


Mr. James H. Bayne
Secretary
Interstate Commerce Commission
March 31, 1986

with recordation information to Charles T. Kappler, Esq.,
Alvord and Alvord, 918 Sixteenth Street, N.W., Washington,
D.C. 20006.

A short summary of the enclosed secondary document to
appear in the Commission's Index is:

Bill of Sale dated as of March 19, 1986 executed
by Manufacturers Hanover Trust Company, as Trustee,
covering GP-10 locomotives.

Very truly yours,


Charles T. Kappler

ILLINOIS CENTRAL GULF RAILROAD COMPANY

EQUIPMENT TRUST, SERIES 1

SCHEDULE A TO BILL OF SALE DATED AS OF MARCH 19, 1986

DESCRIPTION OF EQUIPMENT

<u>Type</u>	<u>Locomotive Number</u>
GP-10 Locomotive	ICG 8007
GP-10 Locomotive	IC 8018
GP-10 Locomotive	ICG 8026
GP-10 Locomotive	IC 8062
GP-10 Locomotive	IC 8076
GP-10 Locomotive	IC 8094
GP-10 Locomotive	ICG 8108
GP-10 Locomotive	ICG 8127
GP-10 Locomotive	ICG 8128
GP-10 Locomotive	ICG 8152
GP-10 Locomotive	ICG 8155
GP-10 Locomotive	IC 8268
GP-10 Locomotive	IC 8273
GP-10 Locomotive	IC 8276
GP-10 Locomotive	ICG 8281
GP-10 Locomotive	ICG 8282

BILL OF SALE
Dated as of March 19, 1986

REGISTRATION 1.0, 6742 F, Filed 1425
MAR 31 1986 -10 35 AM
INTERSTATE COMMERCE COMMISSION

WHEREAS, Manufacturers Hanover Trust Company, as Trustee under an Equipment Trust Agreement dated as of September 15, 1972, constituting Illinois Central Gulf Railroad Equipment Trust, Series 1, is the owner of certain units of Equipment described in said Agreement and supplements thereto, and

WHEREAS, some of said units of Equipment, identified on Schedule A attached hereto, have become unsuitable for the use of the Railroad and the fair value of said units has been paid to said Trustee:

NOW THEREFORE, Manufacturers Hanover Trust Company, as Trustee aforesaid, in consideration of One Dollar (\$1.00) to it in hand paid and other good and valuable consideration, does hereby grant, bargain, sell, assign, transfer and set over unto Illinois Central Gulf Railroad Company, a corporation, its successors and assigns, to have and to hold the same forever, the said units of Equipment shown on said Schedule A attached hereto.

And said Manufacturers Hanover Trust Company, as Trustee aforesaid, does hereby remise, release and discharge said units of Equipment from any lien thereon or interest therein arising from said Equipment Trust Agreement and supplements thereto.

IN TESTIMONY WHEREOF, said Manufacturers Hanover Trust Company, as Trustee aforesaid, has caused its corporate name to be hereunto signed and its corporate seal to be hereunto affixed and attested by its officers thereunto duly authorized, as of the day and year set forth above.

MANUFACTURERS HANOVER TRUST COMPANY,
as Trustee aforesaid

By

[Signature]
Vice President.

ATTEST:

[Signature]
Assistant Secretary

State of New York)
County of New York)

On this 21st day of March, 1986, before me personally appeared E. L. Gripp to me personally known, who, being by me duly sworn, says that he is a ~~Vice President~~ Vice President of Manufacturers Hanover Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

(SEAL)

My Commission expires:

KATHY A. MURPHY
Notary Public, State of New York
No. 60-4825140
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1986

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